

CONSTITUTION

OF

FIGTREE RSL BOWLING CLUB LIMITED
(ACN 001 058 662)

Amended: 20.05.2025

M&M

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DEFINITIONS

1. (a) In these Rules unless there be something in the subject or context inconsistent therewith:

“The Act” means the *Corporations Act 2001*. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“The Committee” means the Members for the time being of the Governing Body of the Club who are Directors of the Club for the purposes of and within the meaning of the Act.

“The Constitution” means this document that sets out the Rules governing how the Club is managed and the rights and responsibilities of its members, directors, and other key stakeholders.

“By-Laws” shall mean and include the Rules for the day-to-day administration of the Club as necessary.

“The Club” means Figtree RSL Bowling Club Limited (ACN 001 058 662).

“The Club Notice Board” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of Members are posted.

“Full Member” means a person who is an Ordinary Member, Associate Member, Junior Member or Life Member of the Club.

“Gaming Machines Act” means the *Gaming Machines Act 2001* and any regulation made under the *Gaming Machines Act 2001*. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“In writing” and **“written”** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

“Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

“Member” is a person whom is a financial Member of the Club and includes Full Members.

“Month” except where otherwise provided in these Rules means calendar month.

“**Officers**” includes the President, the Vice President and the Finance Director but does not include the Auditor.”

“**Registered Clubs Act**” means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

“**Secretary**” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer.

“**Special Resolution**” has the meaning assigned thereto by the Act.

“**The Office**” means the registered office for the time being of the Club.

2. (a) A Member shall not be deemed to be a financial Member at the date of a meeting at which only financial Members may attend or vote:
 - (i) If at the date of the meeting the Member's subscription or any part thereof has not been paid in accordance with Rule 28; or
 - (ii) If any money (other than the subscription) owing by that Member to the Club has remained unpaid at the expiration of 14 days from service on that Member of a notice from the Club requiring payment thereof; and
 - (iii) In either case that Member shall be and remain unfinancial until payment in full of the amount owing.
- (b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Committee on the construction or interpretation of the Constitution of the Club or on any By-Laws of the Club which may be made pursuant to these Rules or on any matter arising therefrom, shall be conclusive and binding on all Members of the Club.

PRELIMINARY

4. Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in these Rules.
5. The Club is established for the purposes set out in the Constitution.
6. (a) The Club shall be a non-proprietary company.
(b) Subject to the provisions of Section 10(e) and Section 10(6)A of the Registered

Clubs Act, a Member of the Club, whether or not he is a Member of the governing body or of any committee of the Club shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
 - (d) The Secretary or Manager or any employee or a Member of the Committee or of any committee of the Club shall not be entitled under these Rules or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Committee or at any election of the Committee or hold office as a Member of the Committee.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the Members of the Club.
8. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a Member except on the invitation and in the company of a Member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

9. A person shall not be admitted to Membership of the Club except as an Ordinary Member, Associate Member, Junior Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
10. The number of full Members (that is, Ordinary Members, Associate Members and Life Members but not including Temporary Members) having the right to vote in the election of the Committee shall at all times exceed the number of full Members who do not have the right to vote in the election of the Committee.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

11. (a) **Ordinary Members** shall be persons who have attained the age of eighteen (18) years and who shall have made application for Membership of the Club in accordance with these Rules and have been duly admitted to Ordinary Membership of the Club.
12. (b) **Associate Members** shall be persons who have attained the age of eighteen (18) years and who shall have made application for Membership of the Club in accordance with these Rules and have been admitted as Associate Members in accordance with this Constitution. Associate Members shall, in accordance with the Constitution Bowls NSW be ineligible to play in any Bowls NSW match.
13. (c) **Junior Members** shall be persons who are between the age of twelve (12) and eighteen (18) years who satisfy the Committee that he or she is a Member of a sporting team or sporting club within or affiliated with the Club and will, if elected to Membership, take an active part in the sporting activities of the Club on a regular basis may be admitted to Junior Membership of the Club in the following provisions to Junior Members shall also pertain:–
 - (i) Junior Members must take an active part in the sporting activities of the Club or a sporting section of the Club on a regular basis and shall be entitled only to those privileges of membership as the Committee may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
 - (ii) Junior Members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act, 1976 is in force but shall not be served with or consume alcohol in the Club.
 - (iii) Junior Members shall pay such annual subscription as the Committee may determine.
 - (iv) No person may be elected to Junior Membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior Member of the Club and taking an active part in the sporting activities of the Club.
14. Life Members shall have the same rights and privileges as Ordinary Members.

LIFE MEMBERS

15. Any Ordinary Member who has rendered long and meritorious service to the Club, on account of such service or for any other commendable reason may be elected a Life Member of the Club, provided that:
 - (a) A proposal for the election to Life Membership of a Member has been made in writing and given to the Committee and signed by any two Ordinary Members; and

- (b) The proposal form should be posted on the Notice Board at least ten (10) days prior to the election;
- (c) A resolution to elect such person to Life Membership is carried by a majority of not less than two thirds of the votes cast by ballot at a duly convened meeting of Members for the Club;
- (d) The election shall be by ballot.

VOTES OF MEMBERS

16. Only Life Members, financial Ordinary Members and financial Associate Members shall be eligible to attend and vote at general meetings (including Annual General Meetings) of the Club and to vote in the election of the Committee of directors of the Club.

HONORARY MEMBERS

17. (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Committee from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
- (b) Honorary Members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Committee or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred;
 - (iv) the date on which Honorary Membership is to cease.

TEMPORARY MEMBERS

18. The following persons in accordance with procedures established by the Committee may be made Temporary Members of the Club:
- (a) A full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;

- (b) A full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Committee of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (c) Any interstate or overseas visitor.
19. (a) Temporary Members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Committee or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary Members shall not be permitted to introduce guests into the Club other than minors in accordance with Rule 34;
 - (d) The Secretary, President, Vice President or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore;
 - (e) No person under the age of 18 years may be admitted as a temporary Member of the Club;
 - (f) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 18(b)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary Membership is granted.
 - (iv) the signature of the Temporary Member.

PROVISIONAL MEMBERSHIP

20. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional Membership of the Club while awaiting the decision of the Committee in relation to that person's application for Membership of the Club.
21. Should a person who is admitted as a Provisional Member not be elected to Membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the subscription submitted with the nomination shall be forthwith returned to that person.

22. Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

23. A person shall not be admitted as a Member of the Club other than as a Provisional, Temporary or Honorary Member unless that person is elected to membership at a meeting of the Committee of the Club or a duly appointed election committee of the Club. The names of those Members present and voting at that meeting are to be recorded by the Secretary of the Club. The Committee may reject any application for membership without assigning any reason for such rejection.
24. Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant; and
 - (b) the residential address of the applicant;
 - (c) the date of birth of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant and, in the case of a Junior Member, the signature of the parent or guardian of the applicant;
 - (g) such other particulars as may be prescribed by the Board from time to time.
25. (a) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription; and
 - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (b) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (c) A person whose application has been signed by an authorised officer of the Club in

accordance with Rule 25(b) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional Member.

- (d) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
 - (e) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
26. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a Member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Committee.
- (c) Every person elected to membership and informed of his election as directed by the foregoing Rule shall be deemed to be bound by this Constitution and any By-laws of the Club from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive of such agreement provided nevertheless that if such payment be not made within one calendar month after the date of the notice the Committee may in its discretion cancel its acceptance of the application for membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

27. Entrance fees, subscriptions and other payments payable by Members of the Club shall be such as the Committee may from time to time prescribe provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
28. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Committee from time to time provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.
29. (a) All subscriptions prescribed by the Committee shall be due and payable by the first day of July in each year. The Secretary shall notify Members not later than the first day of June in each year that their subscriptions are due and payable by the first day of July of that year.
- (b) Any person who has not paid his or her subscription referred to in the notice in paragraph (a) of this Rule on or before the first day of July each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Committee may be removed from membership of the Club in which case the

provisions of Rule 32 shall not apply.

- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 29 may re-apply for membership in accordance with these Rules.

ADDRESSES OF MEMBERS

- 30. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

- 31. The Club shall keep the following registers:

- (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary Member, Associate Member or Junior Member the date on which that Member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary Members and a register of persons who are Temporary Members other than Temporary Members referred to in Rule 18(c).
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of Members.

DISCIPLINARY PROCEEDINGS

- 32. (a) If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Committee, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a Member or which shall render the Member unfit for membership, the Committee shall have power to reprimand or suspend for such period as it considers fit, expel or accept the resignation of such Member and to have recorded in the register of Members that the person has ceased to be a Member of the Club provided that:
 - (i) Such Member shall be notified of any charge against the Member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the Member's last known address at least seven clear days before the meeting of the Committee at which such charge is to be heard.
 - (ii) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) If the Member fails to attend such meeting the charge or complaint may be heard and dealt with and the Committee may decide on the evidence before it, the Member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the Member charged.

- (iv) No motion by the Committee to reprimand or suspend a Member shall be deemed to be passed unless a majority of the Members of the Committee present in person vote in favour of such motion.
 - (v) A decision to expel a Member from the Club shall require votes from not less than two thirds of the Committee present and voting on a resolution to that effect.
 - (vi) Any decision of the Committee on a hearing convened pursuant to this Rule 32 shall be final and the Committee shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a Member pursuant to subparagraph (i) of paragraph (a) of this Rule 32 the Committee or the Secretary independently of the Committee, shall have power to suspend that Member from all rights and privileges as a Member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the Member concerned.
- (c) In accordance with Section 77 of the Liquor Act the Secretary, or subject to paragraph (e) of this Rule 32 an employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out of the premises of the Club any person including any Member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 32 a person (including a Member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (e) of this Rule 32) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (e) Without limiting the provisions of Section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee

then on duty; and

- (ii) any employee authorised in writing by the Secretary to exercise such power.
- (f) Without limiting Rule 32(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 32(c)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (g) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

33. A Member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the Member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

34. (a) All Members other than Temporary Members (except in the case of minors) shall have the privilege of introducing guests to the Club and on each day a Member first brings a guest into the Club that Member shall enter in the Register of Guests (other than minors) the name and address of the guest and that Member shall countersign that entry.
- (b) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a Member introduce any person as a guest who has been suspended from the Club pursuant to Rule 32.
 - (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
 - (d) The Committee shall have power to make By-Laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
 - (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.

- (f) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A Temporary Member may introduce a minor as a guest to the Club provided that:
 - (i) the minor remains in the company and immediate presence of the Member at all times;
 - (ii) the minor does not remain on the Club premises any longer than the Member; and
 - (iii) the Member is a responsible adult as defined in the Registered Clubs Act in respect of the minor.

THE COMMITTEE AND ITS ELECTION

- 35. (a) The management of the business and affairs of the Club and the custody and control of its funds and property shall be vested in a Committee of Directors consisting of a President, a Vice President, a Finance Director and four (4) Directors.
- (b) Life Members and financial Ordinary Members shall be eligible to be elected or appointed to the positions of President, Vice President, Finance Director and ordinary director. As and from the Annual General Meeting of the Club in 2014 and continued thereafter until any further amendment of this Rule, for the purpose of the election of the Board conducted prior to that meeting Associate Members shall be eligible to be elected or appointed up to a maximum of two (2) positions of ordinary director.

For the avoidance of any doubt there shall be no more than two (2) Associate Members as ordinary directors on the Committee of Directors of the Club at any one time however there is no minimum requirement for there to be two (2) Associate Members as directors on the Committee. Associate directors shall be required to receive sufficient votes in order to be elected to the position of ordinary director on the Board of the Club.

- (c) As from the Annual General Meeting held in 2010, the Committee of Directors shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below): -

SCHEDULE 4

Definitions

1. In this Schedule –

“General Meeting” means a meeting of the members of the Club at which members of the governing body are to be elected;

“triennial rule” means the rule of the Club that provides for the election of members of the governing body in accordance with this Schedule;

“year” means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

- (2) The groups –

- (b) shall be determined by drawing lots; and

- (c) shall be as nearly as practicable equal in number; and

- (d) shall be designated as group 1, group 2 and group 3: and

- (3) Unless otherwise disqualified, the members of the governing body –

- (a) in group 1 shall hold office for 1 year; and

- (b) in group 2 shall hold office for 2 years; and

- (c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under sub-clause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked –*

- (a) at a general meeting – all the members of the governing body cease to hold office; or*
- (b) at a meeting other than a general meeting – all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.*

36. The Officers and other Members of the Committee shall be elected by the general body of Members from persons nominated as hereinafter provided:

- (a) Any two (2) Ordinary or Life Members of the Club shall be at liberty to nominate any other Ordinary or Life Member to serve as an Officer or other Member of the Committee provided that no Member shall be eligible as a nominee for the position of President or the position of Vice President unless the nominee has served on the Committee for a period of not less than twelve (12) months.
- (b) Nomination for the election of President, other Officers or Members of the Committee shall be made in writing and signed by two Ordinary Members and or life Members of the Club and by the nominee who shall so signify his consent to the nomination and be lodged with the Secretary twenty-one (21) days before the Annual Meeting of the Members.
- (c) Immediately after closing of nominations the Secretary shall post on the Notice Board, a list of the names of all the candidates. The order in which the candidates' names appear on the list shall be determined by a ballot. Such a ballot shall be conducted by the Secretary in the presence of two Ordinary Members, who are not candidates. The Secretary shall also arrange to display on the Notice Board a photograph or similar likeness of each candidate.
- (d) The Committee shall appoint a Returning Officer to take charge of the ballot for the election of the Committee. The Returning Officer shall supervise the examination of the ballot papers and shall report the results of the ballot to the Chairman at the Annual General Meeting.

The ballot shall be conducted in the Clubhouse on each of not less than seven and not more than nine consecutive days ending seven days prior to the Annual General Meeting. Ballot papers shall be made available at such times as the Committee shall determine, provided that there shall be at least two (2) hours on each voting day during the time when the Club is opened to the Members, during which the Members may cast their votes.

At least seven days' notice of the hours and date of the ballot shall be posted on the Club's Notice Board.

37. If no candidate be nominated for a single vacancy in any position as prescribed nomination may be made with the consent of the nominee or nominees at the Annual General Meeting of the Club.

(a) In the event of there being less candidates nominated than the number of vacancies in any Office or there being only the requisite number of candidates nominated for the number of vacancies in any Office then the Returning Officer shall declare those candidates who were duly nominated in accordance with Rule 35(b) hereof duly elected to that vacancy or vacancies.

(b) A Member may be nominated for election to any one or more of the Offices of the Committee but shall be entitled only to hold one (1) Office. If elected to the senior of the Offices for which he has been nominated, the Member shall be automatically excluded from election to the other Offices. The seniority of positions on the Committee is as follows;

President

Vice President

Finance Director

Committee members.

(d) In the event of two or more candidates receiving an equal number of votes for the same office then the returning officer shall inform the Chairman of the Meeting and a further election shall then be held for the Office limited to the candidates who received an equal number of votes.

(e) Where at an election at a general meeting for Board positions, one (or more) of those positions is to fill a casual vacancy on the Committee as identified in Schedule 4, clause 5, of the Registered Clubs Act, the candidate(s) for election whom receives the lowest number of votes cast for successful candidates for positions at that election on the Committee shall be the candidate to fill the balance of the term of the position which became the casual vacancy on the Committee.

38. Each Member who holds Office on the Committee of Management shall be deemed to be a Director of a Company Limited by Guarantee and in that capacity subject to the provisions of the Act.

POWERS OF COMMITTEE

39. The Committee shall be responsible for the management of the business and affairs of the Club.
40. The Committee may exercise its powers and do all such acts and things as the Club is by this Constitution authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Rules and to any amendments to these Rules provided that no such amendment shall invalidate any prior act of the Committee which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Committee shall have power from time to time:-
- (a) To delegate any of its powers to sub-committees consisting of such Member or Members of its body and/or such Full Members of the Club together with persons who are not Members but who have particular skills or expertise which they may apply to the relevant sub-committees and senior management staff of the Club as the Committee may from time to time think fit and may from time to time revoke such delegation. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee. The Chairman shall be ex officio a Member of all such sub-committees. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote. The meetings and proceedings of any sub-committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Committee pursuant to this clause.
 - (b) Set objectives, define policy and develop strategic direction and be responsible for the management of the business and affairs of the Club and exercise its powers and do all such acts and things as the Club is authorised to do by its Constitution, and make all appropriate By-Laws also in accordance with the Constitution but always subject to the provisions of the Registered Clubs Act and the Corporations Act;
 - (c) Incorporate good governance and ethical standards into daily activities including the development and enforcement of a Code of Conduct in accordance with the requirements of Clubs NSW;
 - (d) Specify the delegation powers (if any) of the Chair, Executive Officer (whether paid or volunteer) and Committee members, including determining the duties in respect of the signing or endorsing of contracts, receipts, acceptances, cheques, bills of exchange and other important documents and contracts on behalf of the Club;
 - (e) Ensure the Executive Officer provides satisfactory general management control, leadership, planning, organisation, control and succession;

- (f) Monitor the performance of management and volunteer teams;
- (g) Monitor the performance of the organisation against its agreed goals;
- (h) Ensure plans and actions provide for the organisation's continuity, including to determine at the discretion of the Committee as to whether to borrow or secure the payment of any sums of money for the purposes of the Club and to secure the repayment of any such sums acquired in such manner and upon such terms and conditions as may be the subject of professional advice to the Club from time to time;
- (i) Manage communication with Members and other key stakeholders including the State Sporting Organisation, government, sponsors;
- (j) Ensure all risks are identified and managed appropriately, and oversee and manage and control the proper conduct of Members, and the privileges to be enjoyed by Members and the relationship between Members and Club employees;
- (k) Clearly identify Committee and Management responsibilities, including arranging and determining and enforcing the duties and powers of the Secretary Manager, and to determine the remuneration and terms of employment of such Secretary Manager;
- (l) Ensure compliance with policies, laws and regulations;

PROCEEDINGS OF THE COMMITTEE

- 41. (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Committee shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- (b) A record of all Members of the Committee present at each Committee meeting and of all resolutions and proceedings of the Committee at such meeting shall be entered in a Minute Book provided for that purpose.
- 42. (a) The President shall preside as Chairperson at every meeting of the Committee. If the President is not present or is unwilling or unable to act then the Vice President will take the chair. If the Vice President is not present or is unwilling or unable to act then the Members present shall elect a Chairperson for the meeting. The quorum for meetings of the Committee shall be four (4) Members personally present.
- (b) If any business of an urgent nature requiring immediate attention shall arise, the President, or if he is absent, the Vice President and three (3) Members of the Committee shall constitute an emergency committee with power to deal with such business and take such action as they may consider necessary and the Secretary shall make a report of such business and the action taken at the next ordinary or special meeting of the Committee which shall confirm such report or otherwise deal with the business.

43. The President may at any time and the Secretary upon the request of not less than two Members of the Committee shall convene a meeting of the Committee.
44. Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the Members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
45. The continuing Members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Committee, the continuing Member or Members may act for the purpose of increasing the number of Members of the Committee to that number or of summoning a general meeting of the Club, but for no other purpose.
46. All acts done by any meeting of the Committee or by any person acting as a Member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Committee or person acting as aforesaid, or that the Members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee.
47. A resolution in writing signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Members of the Committee. The resolution shall be passed when the last director signs the document containing the resolution.

DECLARATIONS OF INTEREST BY DIRECTORS

48. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
 - (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 48(f).
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or

commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

- (e) Rules 48(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- (f) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS

- 49. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of Rule 48 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY

- 50. (a) Subject to Rule 49(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
 - (i) the secretary; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 49(a) does not prevent the Club entering into a contract with any of the above persons which is:-
 - (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.

VACANCIES ON COMMITTEE

- 51. Subject to the provisions of these Rules the Members in General Meeting may by ordinary resolution remove any Member or Members of the Committee or the whole of

the Committee before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with these Rules. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a Member of the Committee from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 227 of the Act shall be followed in relation to that meeting.

52. The office of a Member of the Committee shall automatically be vacated:

- (a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Section 229(3) of the Corporations Law.
- (b) If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) If he or she is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that his or her office be vacated.
- (d) If by notice in writing given to the Secretary he or she resigns from office as a director.
- (e) If he or she becomes prohibited from being a Member of the Committee by reason of any order made under the Act or the Registered Clubs Act.
- (f) If he or she ceases to be a Member of the Club.
- (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
- (h) If he or she becomes an employee of the Club.

53. The Committee shall have the power at any time and from time to time, to appoint any eligible person to the Committee to fill a casual vacancy. The person so appointed shall hold office only until such time arising out of the operation of the triennial rule referred to in Rule 35(c).

GENERAL MEETINGS

54. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Committee but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.

55. (a) The Committee may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Committee must call and arrange to hold a general meeting of the Club on the request of:

- (i) Members with at least 5% of the votes that may be cast at the general meeting;
or
- (ii) at least 100 Members who are entitled to vote at the general meeting.

In this Rule 55 the term “the request” shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request;
 - (iv) be given to the Club.
 - (d) Separate copies of a document setting out the request may be used for signing by the Members if the wording of the request is identical in each copy.
 - (e) The Committee must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
 - (f) Members with more than 50% of the votes of all the Members who make the request may call and arrange to hold a general meeting if the Committee do not do so within 21 days after the request is given to the Club.
 - (g) The meeting referred to in paragraph (f) of this Rule 55 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the Members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the Members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the Members incurred because the Committee failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 55. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
56. (a) At least 21 days’ notice must be given of the Annual General Meeting and of any general meeting of the Members of the Club.

- (b) A notice of a general meeting of the Club's Members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) A copy of a notice of a general meeting of the Members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

57. The business of the Annual General Meeting shall be as follows:

- (a) To confirm the Minutes of the previous Annual General Meeting.
- (b) To receive and consider the reports referred to in Rule 71.
- (c) To declare the results of the election of the Committee and to conduct any further election that may be caused by virtue of the operation of the triennial rule referred to in Rule 35(c).
- (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor.
- (e) To deal with any other business of which due notice has been given.
- (f) To deal with any other business that the meeting may approve of which due notice has not been given.
- (g) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (h) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

58. (a) The following Members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) Members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 Members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the Members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by Members if the wording of the notice is identical in each copy
- (d) The percentage of votes that Members have is to be worked out as at the midnight before the Members give the notice.
59. (a) If the Club has been given notice of a resolution under Rule 58, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
- (b) The Club must give all its Members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving Members notice of the resolution if the Club receives the notice in time to send it out to Members with the notice of meeting.
- (d) The Members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving Members notice of the resolution if the Club does not receive the Members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the Members making the request are to bear the expenses of sending the notice out - unless the Members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
60. (a) Members may request the Club to give to all its Members a statement provided by the Members making the request about:

- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) Members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 Members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the Members making the request; and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.
- (e) The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the company.
- (f) After receiving the request, the Club must distribute to all its Members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to Members with the notice of meeting.
- (h) The Members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the Members making the request are responsible for the expenses of the distribution - unless the Members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.
61. A general meeting of the Members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

62. (a) The Club's auditor is entitled to attend any general meeting of the company.

- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 63. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President will take the chair and the if the Vice President is unwilling or unable to act then the Members present shall elect a chairperson for the meeting.
- 64. At any general meeting of the Club fifty (50) Full Members present in person shall be a quorum. If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of Members pursuant to Rule 55 the same shall be dissolved. If at any adjourned meeting a quorum is not present the Members present (being not less than two (2) shall be a quorum)
- 65. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those Members present and voting and counted on a show of hands (unless a poll is demanded by five (5) Members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

66. A person shall not:
- (a) attend or vote at any meeting of the Club or of the Committee or of any committee thereof; or
 - (b) vote at any election including an election of a Member or of the Committee
- as the proxy of another person.
67. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
68. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

69. The Committee shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
70. The books of account shall be kept at the Registered Office of the Club or at such other place as the Committee thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of Members of the Committee and any other persons authorised or permitted by or under the Act to inspect such records.
71. (a) The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, send to those Members who request in writing to be sent the reports referred to below in accordance with Section 316A of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.

FINANCIAL YEAR

72. The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Committee may determine.

AUDITORS

73. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Committee.

SECRETARY

74. At any time there shall only be one Secretary of the Club who shall be appointed by the Committee and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

SEAL

75. The Committee shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Committee of the Club previously given and in the presence of a Member of the Committee who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Committee.

NOTICES

76. A notice may be given by the Club to any Member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the Member recorded for that Member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member.
77. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
78. If a Member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such Member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

79. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

AMENDMENT TO THE CONSTITUTION

80. This Constitution may only be altered or amended by way of a Special Resolution. Only financial Ordinary Members, financial Associate Members and Life Members are eligible to vote on any Special Resolution proposing to amend or alter the Constitution.

GENERAL

81. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Rules are inconsistent therewith they shall be inoperative and have no effect.